

EXHIBIT A- 3

D

Examiner

Name
Approved

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF ORGANIZATION (General Laws, Chapter 156B)

ARTICLE I

The exact name of the corporation is:

COMMON CENTS COMMUNICATIONS, INC.

ARTICLE II

The purpose of the corporation is to engage in the following business activities:

See Attached Addendum A, Incorporated by reference

C ☐
P ☒
M ☐
R.A. ☐

7

P.C.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

ADDENDUM A

To engage all kind services for installation of communication equipments and the store or stores for the purchase and sale, at retail and wholesale, of all kind communication equipment and all other articles of merchandise necessary and convenient for eletronic and communication use.

To carry in any business or other activity which may lawfully be carried on by a corporation organized under the Business Corporation Laws of the Commonwealth of Massachusetts, whether or not related to those referred to in the preceding paragraph.

ARTICLE III

State the total number of shares and par value, if any, of each class of stock which the corporation is authorized to issue.

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:	275,000	Common:		
Preferred:		Preferred:		

ARTICLE IV

If more than one class of stock is authorized, state a distinguishing designation for each class. Prior to the issuance of any shares of a class, if shares of another class are outstanding, the corporation must provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of that class and of each other class of which shares are outstanding and of each series then established within any class.

N/A

ARTICLE V

The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are:

N/A

ARTICLE VI

**Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

See Attached Addendum B, Incorporated by reference

***If there are no provisions state "None".*

Note: The preceding six (6) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment.

ADDENDUM B

ONE: All corporate power of the Corporation shall be exercised by the Board of Directors except as otherwise provided by law. In furtherance and not in limitation of the power conferred by statute, the board of Directors is expressly authorized do make, amend or repeal the By-Laws of the Corporation in whole or in part, except with respect to any subject to the power of the stockholders to amend or repeal any By-Laws adopted by the Board of Directors.

TWO: Meetings of the stockholders of the Corporation may be held anywhere within the United States.

THREE: The Corporation may be a partner in any business enterprise which it would have power to conduct by it self.

FOUR: In the absence of fraud, no contract or other transaction of the Corporation shall be affected or invalidated by the fact that any of the directors of the Corporation are in any way interested in or connected with any other party to such contract or transaction or are themselves parties to such contract or transaction, provided that the interest, in any such contract or transaction of any such director shall at the time be fully disclosed or otherwise known to the Board of Directors. Any director of the Corporation may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize such contract or transaction between the Corporation and any other person without regard to the fact that he is also a stockholder, director or officer of, or has any interest in, such other person with the same force and effect as if he were not such a stockholder, director or officer or not so interested. Any contract or other transaction of the Corporation or of the Board of Directors or of any committee thereof which shall be ratified by a majority of the holders of the issued and outstanding stock entitled to vote at any annual meeting or any special meeting called for that Corporation, provided, however, that any failure of the stockholders to approve or ratify such contract or other transaction, when and if submitted, shall not be deemed in any way to render

the same invalid or deprive the directors and officers of their right to proceed with such contract or other transaction.

FIVE: No director of the Corporation shall be personally liable to the Corporation or its stockholder for monetary damages a breach of fiduciary duty as a director notwithstanding any provision of law imposing such liability, except for liability (i) for any breach of the director's duty of loyalty to the corporation or stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 61 or Section 62 of Chapter 136 B of the Massachusetts General Laws or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

ARTICLE VII

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing.

ARTICLE VIII

The information contained in Article VIII is not a permanent part of the Articles of Organization.

- a. The street address (*post office boxes are not acceptable*) of the principal office of the corporation *in Massachusetts* is:
420 Boston Turn Pike - Suite 207 - Shrewsbury MA 01545
- b. The name, residential address and post office address of each director and officer of the corporation is as follows:

NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President: Carlos Wanzeler	41A Mont Ave. - Worcester, MA - 01606	
Treasurer: Jim Merrill	1 Coburn Dr. - Ashland, MA - 01721	
Clerk: Jim Merrill	1 Coburn Dr. - Ashland, MA - 01721	
Directors: Steve Labriola	8025 Ambassador Dr. - Westborough, MA 01585	
Fabio Wanzeler	68 Millbury Ave. - # 203 C - Millbury, MA - 01527	

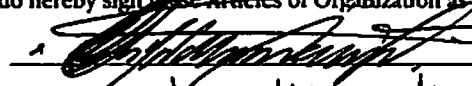
- c. The fiscal year (i.e., tax year) of the corporation shall end on the last day of the month of: December

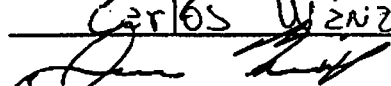
- d. The name and business address of the resident agent, if any, of the corporation is:

ARTICLE IX

By-laws of the corporation have been duly adopted and the president, treasurer, clerk and directors whose names are set forth above, have been duly elected.

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address(es) are clearly typed or printed beneath each signature do hereby associate with the intention of forming this corporation under the provisions of General Laws, Chapter 156B and do hereby sign these Articles of Organization as incorporator(s) this 17 day of December, 2002.


Carlos Wanzeler - President


Jim Merrill - Treasurer

Note: If an existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.

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THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION
(General Laws, Chapter 156B)

I hereby certify that, upon examination of these Articles of Organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$ 275.00 having been paid, said articles are deemed to have been filed with me this 31st day of December 2002

Effective date: _____

William Francis Galvin

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

FILING FEE: One tenth of one percent of the total authorized capital stock, but not less than \$200.00. For the purpose of filing, shares of stock with a par value less than \$1.00, or no par stock, shall be deemed to have a par value of \$1.00 per share.

TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

Income Tax Plus

100 Concord St

Framingham 01702

Telephone: (508)872 5597

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CORPORATION DIVISION